

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
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**CONSENT ORDER WITHDRAWING ORDER TO
SHOW CAUSE ISSUED AGAINST SCHMIDT TECHNOLOGY GMBH**

This Court having entered an order to show cause dated November 1, 2005 (the “Show Cause Order”), upon the motion of Delphi Corporation, *et al.* (the “Debtors”), directing Schmidt Technology GmbH (“Supplier,” and together with the Debtors, the “Parties”) to show cause at a hearing, to be held on March 9, 2006 (the “Hearing”), why the Supplier should not be held in violation of the automatic stay imposed in the above-captioned cases under 11 U.S.C. § 362(a) for allegedly threatening to withhold essential goods from the Debtors under one or more contracts between the Parties, and the Parties having agreed to a settlement of the issues raised by the Show Cause Order pursuant to a separate agreement between the Parties (the “Agreement”), it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the Parties’ Agreement represented to the Court at the Hearing; and it is further

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ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
March 17, 2006

/s/Robert D. Drain
Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

March 8, 2006

March 8, 2006

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

SCHMIDT TECHNOLOGY GMBH,
By its attorneys,
HERRICK, FEINSTEIN LLP
By:

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